

Hearing Date and Time: To Be Scheduled

Richard B. Herzog, Jr. (RBH-5839)  
Byron C. Starcher (BCS-0867)  
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*Attorneys for Akzo Nobel Coatings Inc.*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----X		
In re:	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
-----X		

**OBJECTION OF AKZO NOBEL COATINGS INC. AND AKZO NOBEL INDUSTRIAL  
COATINGS MEXICO, S.A., TO CURE AMOUNT SPECIFIED IN DEBTORS'  
NOTICE OF CURE AMOUNT WITH RESPECT TO EXECUTORY CONTRACT OR  
UNEXPIRED LEASE TO BE ASSUMED AND ASSIGNED IN CONNECTION WITH  
THE SALE OF INTERIORS AND CLOSURES BUSINESSES**

COMES NOW Akzo Nobel Coatings Inc. and Akzo Nobel Industrial Coatings Mexico, S.A. (collectively, "Akzo"), creditors and products suppliers in one or more of the cases jointly administered under the above-listed case, and files this objection to the *Notice of Cure Amount With Respect to Executory Contract Or Unexpired Lease to Be Assumed and Assigned In Connection With the Sale of Interiors And Closures Businesses* (the "Notice"). Akzo states as follows:

1. On or about November 30, 2007, the Debtors served copies of the Notice. With respect to Akzo, the Notice identified several purchase orders (“Purchase Orders”) in two separate exhibits. The Notice exhibits and purchase orders relevant hereto are identified in Exhibit “A” hereto.

2. In April 2006, Akzo entered into an executory contract Assumption Agreement, which involved the Purchase Orders. Under the Assumption Agreement, a percentage of prepetition obligations of Debtors under the Purchase Orders were paid to Akzo over time; the balance was allowed as an unsecured claim (“Akzo Claim”) that remains unpaid.

3. On or about July 31, 2006, Akzo filed two proofs of claim in the Debtors cases, which are identified by the claims agent as being claim nos. 15234 and 15235. These proofs of claim evidence, in part, the Akzo Claim regarding the unpaid prepetition amounts due under the Purchase Orders and which amounts constitute a default under the Purchase Orders. Copies of the first page of the proofs of claim are attached as Exhibit “B” hereto.

4. The Notice indicates that the cure amount for all Purchase Orders is \$0.00. Under 11 U.S.C. § 365(b)(1), the Akzo Claim amount represents a default that must be cured before the Purchase Orders may be assumed and assigned. Akzo believes the Akzo Claim amount to be \$381,768.81.

5. In addition, one or more Debtors owe Akzo in excess of \$300,000 under the Purchase Orders that are in technical default because the Debtors have failed to pay this amount within the terms agreed to by Akzo and the Debtors. Akzo maintains that this amount must also be cured before the Purchase Orders may be assumed and assigned.

6. On each the proofs of claim filed by Akzo, Akzo listed its address as being in care of Ms. Michelle Meiselman, Esq., at an address in Norcross, Georgia. Pursuant to Fed.

R. Bankr. P. 2002(g)(1), the proof of claim constituted a request for notices at that address. According to Debtors' affidavit of service of the Notice, the Notice was not mailed to the address requested by Akzo, but to addresses in Michigan and Mexico. Notice of the Notice and the cure amounts therein is deficient, especially considering the inordinately short time period the Notice purportedly gives parties to respond. Accordingly, Akzo objects to the method of notice given by the Debtors and the time provided to object.

7. Akzo objects to assignment of the Purchase Orders on the grounds that the Debtors have not provided adequate assurance of future performance by the purchaser.

8. Akzo reserves the right to supplement this objection as it has additional time to gather information regarding the Notice and the Purchase Orders referenced therein.

WHEREFORE, Akzo Nobel Coatings Inc. and Akzo Nobel Industrial Coatings Mexico, S.A. respectfully request that this Court:

- A. enter an Order requiring the Debtor and/or the Purchaser of the Debtors' Interiors and Closures business to pay, as cure under the Purchase Orders, an amount to be determined, but in no event less than \$681,768.81 before the Debtors are permitted to assign the Purchase Orders; and
- B. provide such other and further relief the Court deems just and necessary.

This 7th day of December, 2007.

/s/ Byron C. Starcher

Byron C. Starcher, Esq. (BCS – 0867)

Georgia Bar No. 349508

(Admitted *pro hac vice*)

*Attorneys for Akzo Nobel Coatings Inc. and Akzo  
Nobel Industrial Coatings Mexico, S.A.*

NELSON MULLINS RILEY & SCARBOROUGH, LLP

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Suite 1400

Atlanta, GA 30309

(404) 817-6000

byron.starcher@nelsonmullins.com

## EXHIBIT “A”

## EXHIBIT 1

Akzo Nobel Coatings Inc  
P.O. Box 669  
Bloomfield Hills MI 48303-0699

Contract to be assumed:	Cure amount:
Purchase Order Number(s) 550057075	\$0.00

## EXHIBIT 1

Akzo Nobel Industrial Coatings Mexico  
Anillo Paefiferico Monterrey 205  
Col Fracc Ant Has San Jose  
Garza Garcia - 66000  
Mexico

Contract to be assumed:	Cure amount:
Purchase Order Number(s) 550022294, 550056363, 550056386, 550057098, 550057099, 550057105, 550078756	\$0.00

## EXHIBIT “B”



## United States Bankruptcy Court Southern District of New York

## PROOF OF CLAIM

Name of Debtor  
**Delphi Automotive Systems LLC**Case Number  
**05-44640**

NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A "request" for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.

Name of Creditor (The person or other entity to whom the debtor owes money or property):

**Akzo Nobel Coatings Inc.**☐ Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars.☐ Check box if you have never received any notices from the bankruptcy court in this case.☒ Check box if the address differs from the address on the envelope sent to you by the court.

RECEIVED

AUG 11 2006

KURTZMAN CARSON

☒ Date Stamped Copy Returned  
☐ No self addressed stamped envelope  
☐ No copy to return

Name and address where notices should be sent:

**Michelle L. Meiselman, Esq.**  
**Akzo Nobel Coatings Inc.**  
**5555 Spalding Drive**  
**Norcross, GA 30092**Telephone number: **(770) 798-8698**

This Space is for Court Use Only

Last 4 digits of account or other number by which creditor identifies debtor:

Check here  
if this claim☐ replaces  
☐ amends

a previously filed claim dated: \_\_\_\_\_

## 1. Basis for Claim

- ☒
- Goods sold
- 
- ☐
- Services performed
- 
- ☐
- Money loaned
- 
- ☐
- Personal injury/wrongful death
- 
- ☐
- Taxes
- 
- ☐
- Other \_\_\_\_\_

- ☐
- Retiree benefits as defined in 11 U.S.C. § 1114(a)
- 
- ☐
- Wages, salaries, and compensation (fill out below)
- 
- Last four digits of SS #: \_\_\_\_\_
- 
- Unpaid compensation for services performed
- 
- from \_\_\_\_\_ to \_\_\_\_\_
- 
- (date) (date)

2. Date debt was incurred: **Throughout 2005**

3. If court judgment, date obtained:

4. Classification of Claim. Check the appropriate box or boxes that describe your claim and state the amount of the claim at the time case filed.  
See reverse side for important explanations.Unsecured Nonpriority Claim \$ **425,367.33**

- ☒
- Check this box if: a) there is no collateral or lien securing your claim, or b) your claim exceeds the value of the property securing it, or c) none or only part of your claim is entitled to priority.

## Secured Claim

- ☐
- Check this box if your claim is secured by collateral (including a right of setoff).

Brief Description of Collateral:

☐ Real Estate ☐ Motor Vehicle ☐ Other \_\_\_\_\_

Value of Collateral: \$ \_\_\_\_\_

Amount of arrearage and other charges at time case filed included in the secured claim, if any: \$ \_\_\_\_\_

## Unsecured Priority Claim.

- ☐
- Check this box if you have an unsecured claim, all or part of which is entitled to priority

Amount entitled to priority \$ \_\_\_\_\_

Specify the priority of the claim:

- ☐
- Domestic support obligations under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B)
- 
- ☐
- Wages, salaries, or commissions (up to \$10,000)\* earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. § 507(a)(4).
- 
- ☐
- Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(5).

- ☐
- Up to \$2,225\* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. § 507(a)(7).
- 
- ☐
- Taxes or penalties owed to governmental units - 11 U.S.C. § 507(a)(8).
- 
- ☐
- Other - Specify applicable paragraph of 11 U.S.C. § 507(a)(\_\_\_\_).

\* Amounts are subject to adjustment on 4/1/07 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.

5. Total Amount of Claim at Time Case Filed: \$ **425,367.33** (unsecured) (secured) (priority) **425,367.33** (Total)

- ☐
- Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of all interest or additional charges.

6. Credits: The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim.

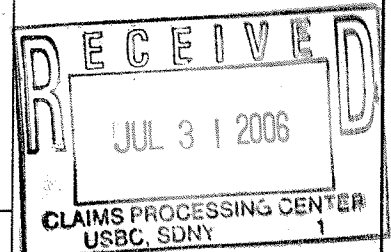
7. Supporting Documents: Attach copies of supporting documents, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgments, mortgages, security agreements, and evidence of perfection of lien. DO NOT SEND ORIGINAL DOCUMENTS. If the documents are not available, explain. If the documents are voluminous, attach a summary.

8. Date-Stamped Copy: To receive an acknowledgment of the filing of your claim, enclose a stamped, self-addressed envelope and copy of this proof of claim

This Space is for Court Use Only

Date  
**July 28, 2006**

Sign and print the name and title, if any, of the creditor or other person authorized to file this claim (attach copy of power of attorney, if any):

**Byron C. Starcher, Esq., Attorney at Law**

## United States Bankruptcy Court - Southern District of New York

## PROOF OF CLAIM

Name of Debtor  
**Delphi Automotive Systems LLC**Case Number  
**05-44640**

NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A "request" for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.

Name of Creditor (The person or other entity to whom the debtor owes money or property):

**Akzo Nobel Industrial Coatings Mexico SA**

Name and address where notices should be sent:

**Michelle L. Meiselman, Esq.****Akzo Nobel Coatings Inc.****5555 Spalding Drive****Norcross, GA 30092**Telephone number: **(770) 798-8698**☐ Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars.☐ Check box if you have never received any notices from the bankruptcy court in this case.☒ Check box if the address differs from the address on the envelope sent to you by the court.

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KURTZMAN CARSON

☒ Date Stamped Copy Returned  
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Last 4 digits of account or other number by which creditor identifies debtor:

Check here  
if this claim☐ replaces  
☐ amends

a previously filed claim dated: \_\_\_\_\_

## 1. Basis for Claim

- ☒
- Goods sold
- 
- ☐
- Services performed
- 
- ☐
- Money loaned
- 
- ☐
- Personal injury/wrongful death
- 
- ☐
- Taxes
- 
- ☐
- Other \_\_\_\_\_

☐ Retiree benefits as defined in 11 U.S.C. § 1114(a)☐ Wages, salaries, and compensation (fill out below)

Last four digits of SS #: \_\_\_\_\_

Unpaid compensation for services performed

from \_\_\_\_\_ to \_\_\_\_\_  
(date) (date)2. Date debt was incurred: **Throughout 2005**

3. If court judgment, date obtained:

4. Classification of Claim. Check the appropriate box or boxes that describe your claim and state the amount of the claim at the time case filed.  
See reverse side for important explanations.Unsecured Nonpriority Claim \$ **72,669.31**☒ Check this box if: a) there is no collateral or lien securing your claim, or b) your claim exceeds the value of the property securing it, or c) none or only part of your claim is entitled to priority.

## Unsecured Priority Claim.

☐ Check this box if you have an unsecured claim, all or part of which is entitled to priority

Amount entitled to priority \$ \_\_\_\_\_

Specify the priority of the claim:

- ☐
- Domestic support obligations under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B)
- 
- ☐
- Wages, salaries, or commissions (up to \$10,000)\* earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. § 507(a)(4).
- 
- ☐
- Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(5).

## Secured Claim

☐ Check this box if your claim is secured by collateral (including a right of setoff).

Brief Description of Collateral:

☐ Real Estate ☐ Motor Vehicle ☐ Other \_\_\_\_\_

Value of Collateral: \$ \_\_\_\_\_

Amount of arrearage and other charges at time  
case filed included in the secured claim, if any: \$ \_\_\_\_\_5. Total Amount of Claim at Time Case Filed: \$ **72,669.31**

(unsecured)

(secured)

(priority)

**72,669.31**

(Total)

☐ Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of all interest or additional charges.

6. Credits: The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim.

7. Supporting Documents: Attach copies of supporting documents, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgments, mortgages, security agreements, and evidence of perfection of lien. DO NOT SEND ORIGINAL DOCUMENTS. If the documents are not available, explain. If the documents are voluminous, attach a summary.

8. Date-Stamped Copy: To receive an acknowledgment of the filing of your claim, enclose a stamped, self-addressed envelope and copy of this proof of claim

Date

July 28, 2006

Sign and print the name and title, if any, of the creditor or other person authorized to file this claim (attach copy of power of attorney, if any):

**Byron C. Starcher, Esq., Attorney at Law**

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